
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CELESTICA INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

ONTARIO, CANADA
(STATE OR OTHER JURISDICTION OF INCORPORATION OR
ORGANIZATION)

98-0185558
(I.R.S. EMPLOYER IDENTIFICATION NO.)

5140 Yonge Street, Suite 1900
Toronto, Ontario, Canada
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

M2N 6L7
(ZIP CODE)

LONG-TERM INCENTIVE PLAN
(FULL TITLE OF THE PLAN)

Arnold & Porter Kaye Scholer LLP
Attention: Managing Attorney
250 West 55th Street, New York, New York 10019-9710
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(212) 836-8000
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

copies to:

Joel I. Greenberg, Esq.
Arnold & Porter Kaye Scholer LLP
250 West 55th Street
New York, N.Y. 10019-9710
(212) 836-8000

Matthew Merkley, Esq.
Blake, Cassels & Graydon LLP
199 Bay Street, Suite 4000
Commerce Court West
Toronto, Ontario M5L 1A9 Canada
(416) 863-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by Celestica Inc. (the “Company”), in accordance with General Instruction E of Form S-8, to register 9,768,852 additional subordinate voting shares issuable to eligible persons under the Company’s amended and restated Long-Term Incentive Plan (the “LTIP”). The contents of the Company’s Registration Statement on Form S-8 (No. 333-9500) filed with the Securities and Exchange Commission (the “Commission”) on October 8, 1998, its Registration Statement on Form S-8 ([No. 333-63112](#)) filed with the Commission on June 15, 2001, and its Registration Statement on Form S-8 ([No. 333-88210](#)) filed with the Commission on May 14, 2002, are incorporated by reference into this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein, or by any subsequently filed document that is incorporated by reference herein or therein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Company hereby incorporates by reference into this Registration Statement the following documents:

- (a) the Company’s [Annual Report on Form 20-F](#) for the year ended December 31, 2021 filed with the Commission on March 14, 2022;
- (b) [Exhibit 99.1](#) to the Company’s Report on Form 6-K furnished to the Commission on January 27, 2022, containing the Company’s Unaudited Condensed Consolidated Financial Statements for the quarter and year ended December 31, 2021, and the accompanying notes thereto;
- (c) [Exhibit 99.1](#) and [Exhibit 99.2](#) to the Company’s Report on Form 6-K furnished to the Commission on April 28, 2022, containing the Company’s Management’s Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2022, and its Unaudited Interim Condensed Consolidated Financial Statements for the three months ended March 31, 2022 and the accompanying notes thereto, respectively;
- (d) [Exhibit 99.1](#) and [Exhibit 99.2](#) to the Company’s Report on Form 6-K furnished to the Commission on July 25, 2022, containing the Company’s Management’s Discussion and Analysis of Financial Condition and Results of Operations for the three and six months ended June 30, 2022, and its Unaudited Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2022 and the accompanying notes thereto, respectively; and
- (e) The description of the Company’s subordinate voting shares contained in its Registration Statement on Form 8-A, effective as of June 29, 1998.

Each of the following documents filed with or furnished to the Commission after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference in the Registration Statement and to be a part thereof from the date of filing or furnishing such documents: (i) all Annual Reports on Form 20-F the Company files with the Commission; and (ii) those portions of any Reports on Form 6-K the Company furnishes to the Commission that the Company indicates in such reports are to be deemed incorporated by reference into this Registration Statement.

Any statement contained herein, or in any document (or portion thereof) incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed or furnished document (or portion thereof) which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 6. Indemnification of Directors and Officers

Under the Business Corporations Act (Ontario), a registrant may indemnify a present or former director or officer or a person who acts or acted at the registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the registrant or other entity; provided that the individual acted honestly and in good faith with a view to the best interests of the registrant or, as the case may be, to the best interests of such other entity and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful. Such indemnification may be made in connection with a derivative action only with court approval. An individual is entitled to indemnification from a registrant as a matter of right if the individual was not judged by a court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and the individual fulfilled the conditions set forth above. Under such Act, a registrant may advance money to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above, but the individual must repay the money if the individual does not fulfil the conditions set forth above.

In accordance with and subject to the Business Corporations Act (Ontario), the by-laws of the Company provide for indemnification of a director or officer of the Company, a former director or officer of the Company, or a person who acts or acted at the Company's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Company or other entity, if he acted honestly and in good faith with a view to the best interests of the Company or, as the case may be, to the best interests of the other entity for which he acted as a director or officer or in a similar capacity at the Company's request. Also, the by-laws provide that the Company may advance money to a director, officer or other person for the costs, charges and expenses of a proceeding referred to above, but the person shall repay the money if the person does not fulfil the conditions set forth above.

The directors and officers of the Company are covered by directors' and officers' insurance policies.

Item 8. Exhibits.

EXHIBIT NUMBER	DESCRIPTION
4.1	Form of Subordinate Voting Share Certificate (1)
4.2	Certificate and Restated Articles of Incorporation effective June 25, 2004 (2)
4.3	Bylaw No. 1 (2)
4.4	Amended and Restated Celestica Long-Term Incentive Plan (3)
5.1	Opinion of Blake, Cassels & Graydon LLP*
5.2	Consent of Blake, Cassels & Graydon LLP (included in opinion filed as Exhibit 5.1)*
23.1	Consent of KPMG LLP, independent registered public accounting firm*
24.1	Power of Attorney (included in the signature page to this Registration Statement)*
107	Filing Fee Table*

* Filed herewith.

- (1) Incorporated by reference to Registration Statement on Form F-3ASR (File No. 333-221144) filed on October 26, 2017.
- (2) Incorporated by reference to Annual Report on Form 20-F filed on March 23, 2010 (File No. 001-14832).
- (3) Incorporated by reference to Annual Report on Form 20-F filed on March 13, 2017 (File No. 001-14832).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Country of Canada, on the 26th day of July, 2022.

CELESTICA INC.

By: /s/ Robert A. Mionis

Robert A. Mionis

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Mionis, Mandeep Chawla and Robert Ellis, and each of them, as such individual's true and lawful attorney in fact and agent with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Robert A. Mionis</u> Robert A. Mionis	Director, President and Chief Executive Officer (Principal Executive Officer)	July 26, 2022
<u>/s/ Mandeep Chawla</u> Mandeep Chawla	Chief Financial Officer (Principal Financial Officer and principal accounting officer)	July 26, 2022
<u>/s/ Michael Wilson</u> Michael Wilson	Chair of Board and Director	July 26, 2022
<u>/s/ Robert A. Cascella</u> Robert A. Cascella	Director	July 26, 2022
<u>/s/ Deepak Chopra</u> Deepak Chopra	Director	July 26, 2022

<u>/s/ Daniel P. DiMaggio</u> Daniel P. DiMaggio	Director	July 26, 2022
<u>/s/ Laurette T. Koellner</u> Laurette T. Koellner	Director	July 26, 2022
<u>/s/ Luis A. Müller</u> Luis A. Müller	Director	July 26, 2022
<u>/s/ Carol S. Perry</u> Carol S. Perry	Director	July 26, 2022
<u>/s/ Tawfiq Popatia</u> Tawfiq Popatia	Director	July 26, 2022

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Celestica Inc. in the United States, on the 26th day of July, 2022.

CELESTICA INC.
(Authorized U.S. Representative)

By: /s/ Robert Ellis
Name: Robert Ellis
Title: Chief Legal Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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23.1	Consent of KPMG LLP, independent registered public accounting firm
107	Filing Fee Table



Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trademark Agents
199 Bay Street
Suite 4000, Commerce Court West
Toronto ON M5L 1A9 Canada
Tel: 416-863-2400 Fax: 416-863-2653

Reference: 57738/17

July 26, 2022

Celestica Inc.
5140 Yonge Street, Suite 1900
Toronto, Ontario
Canada M2N 6L7

Re: Celestica Inc.
Registration Statement on Form F-3

Dear Sirs/Mesdames:

We have acted as Canadian counsel to Celestica Inc. (the “Company”) in connection with the Registration Statement on Form F-3 (the “Registration Statement”) filed on July 26, 2022 by the Company with the U.S. Securities and Exchange Commission (the “Commission”) under the U.S. Securities Act of 1933, as amended (the “Act”), relating to the registration by the Company for its issue and sale from time to time of subordinate voting shares (the “SVS”) in its capital.

This opinion letter is being provided at the request of the Company. As Canadian counsel for the Company, we have examined a copy of the Registration Statement.

We are solicitors qualified to practice law in the Province of Ontario and the opinions expressed herein relate only to the laws of the Province of Ontario and the laws of Canada applicable therein as in effect on the date hereof.

In connection with the opinions expressed in this opinion letter, we have considered such questions of law, examined originals or copies of such statutes, regulations, documents, records, certificates and instruments and conducted such other examinations as we have considered necessary. In such examinations, we have assumed the legal capacity of all individuals, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies.

We have also assumed that at all relevant times:

1. the Company is validly existing under the Business Corporations Act (Ontario) and has the necessary corporate power and capacity to own its property and assets and to carry on its business;
2. the Company has the necessary corporate power and capacity to execute, deliver and perform its obligations under the terms and conditions of any grant, purchase, underwriting or other agreement, plan or instrument relating to the Company’s creation, authentication, issuance, sale and/or delivery of the SVS to which the Company is party (any such agreement, the “Agreement”);

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OTTAWA

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LONDON

Blake, Cassels & Graydon LLP | blakes.com

3. the Company has the necessary corporate power and capacity to authorize, create, authenticate, validly issue, sell and deliver the SVS and perform its obligations under the terms and conditions of the SVS;
4. all necessary corporate action has been taken by the Company to duly authorize the execution and delivery by the Company of the Agreement and the performance of its obligations under the terms and conditions thereof;
5. all necessary corporate action has been taken by the Company to duly authorize, create, authenticate, sell, deliver and validly issue the SVS and to perform its obligations under the terms and conditions of the SVS;
6. all necessary corporate action has been taken by the Company to duly authorize the terms of the offering of the SVS and related matters;
7. the Agreement: (i) has been duly authorized, executed and delivered by all parties thereto and such parties had the capacity to do so; (ii) constitutes a legal, valid and binding obligation of all parties thereto; and (iii) is enforceable in accordance with its terms against all parties thereto;
8. the SVS have been duly authorized, created, authenticated, sold and delivered and validly issued by the Company and any other person signing or authenticating the SVS, as applicable;
9. the terms of the offering of the SVS and related matters have been duly authorized by the Company;
10. the Company shall have received, in respect of any issue of SVS not issued for money, property or past service that is not less in value than the fair equivalent of the money that the Company would have received if the SVS had been issued for money;
11. the execution and delivery of the Agreement and the performance by the Company of its obligations under the terms and conditions thereunder do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law;
12. the authorization, creation, authentication, sale, delivery and issuance of the SVS and the Company's performance of its obligations under the terms and conditions of the SVS do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law; and
13. the terms of the offering of the SVS and related matters do not and will not conflict with and do not and will not result in a breach of or default under, and do not and will not create a state of facts which, after notice or lapse of time or both, will conflict with or result in a breach of or default under any of the terms or conditions of the articles or by-laws of the Company, any resolutions of the Board of Directors or shareholders of the Company, any agreement or obligation of the Company, or applicable law.



Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, upon payment for the applicable SVS provided for in the applicable Agreement and otherwise in accordance with such Agreement, the SVS will be validly issued, fully paid and non-assessable shares in the capital of the Company.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption “Legal Matters” in the Prospectus included in the Registration Statement. In giving this opinion, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Yours very truly,

/s/ Blake, Cassels & Graydon LLP

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Blake, Cassels & Graydon LLP | blakes.com



KPMG LLP
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto, Ontario, M5H 2S5
Telephone (416) 777-8500
Fax (416) 777-8818
www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Celestica Inc.:

We consent to the use of our report dated March 10, 2022, on the consolidated financial statements of Celestica Inc. (the "Company"), which comprise the consolidated balance sheets as of December 31, 2021 and December 31, 2020, the related consolidated statements of operations, comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes, and our report dated March 10, 2022 on the effectiveness of internal control over financial reporting as of December 31, 2021, which are incorporated by reference in this Registration Statement on Form S-8 of the Company and are included in the Company's Annual Report on Form 20-F filed with the United States Securities and Exchange Commission on March 14, 2022.

/s/ KPMG LLP
Chartered Professional Accountants, Licensed Public Accountants
July 26, 2022
Toronto, Canada

KPMG LLP, an Ontario limited liability partnership and member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. KPMG Canada provides services to KPMG LLP.

Calculation of Filing Fee Table
Form S-8
(Form Type)

Celestica Inc.
(Exact name of registrant as specified in its charter]

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Subordinate Voting Shares (SVS) without par value	Other	9,768,852 SVS	\$10.51	\$102,670,634.52	\$0.0000927	\$9,517.57
Total Offering Amounts					\$102,670,634.52		\$9,517.57
Total Fee Offsets							--
Net Fee Due							\$9,517.57

- (1) This registration statement covers an additional 9,768,852 SVS issuable under Celestica's amended and restated Long-Term Incentive Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (Securities Act), this Registration Statement shall also cover any additional SVS which become issuable under the pursuant to anti-dilution and adjustment provisions thereof resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) promulgated under the Securities Act. The "Proposed Maximum Offering Price Per Unit" and "Maximum Aggregate Offering Price" are based on the average high and low prices of the SVS reported on the New York Stock Exchange on July 22, 2022.
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